

32.00

Taylor, Morell & Gitomer

Suite 210
919 18th St., N.W.
Washington, DC 20006
(202) 466-6530/FAX (202) 466-6528

September 3, 1993

Suite 230
310 Golden Shore
Long Beach, CA 90802
(310) 436-2519/FAX (310) 436-5393

Direct Dial: (202) 466-6532

8-246A03C

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

6665-C
SEP 3 1993 3 02 PM
INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed an original and three certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale, a secondary document, dated as of August 31, 1993. The primary document to which this document is connected is recorded under Recordation Nos. 6665 and 6835. We request that this document be recorded under Recordation Nos. 6665-C and 6835-B.

The name and address of the party to the Bill of Sale is as follows:

Seller:

The Chase Manhattan Bank, N.A.
1 Chase Manhattan Plaza
New York, NY 10081

Buyer:

GATX Third Aircraft Corporation
Four Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the document consists of 30 70-ton boxcars numbered SP 241941, 241943, 241945-241948, 241951, 241957, 241958, 241960, 241962-241964, 241966, 241968, 241971, 241974, 241977, 241979, 241981, 241982, 241984, 241986, 241988, 241989, 241991, 241992, 241995, 241997, and 241999.

A fee of \$32.00 is enclosed. Please return the original and one certified copy to:

Genius H. H. H.

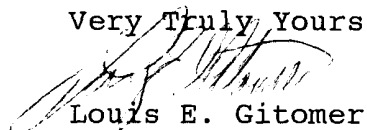
Genius H. H. H.

Honorable Sidney L. Strickland, Jr.
September 3, 1993
Page 2

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index follows: a Bill of Sale, dated as of August 31, 1993, from The Chase Manhattan Bank, N.A., 1 Chase Manhattan Plaza, New York, NY 10081, to GATX Third Aircraft Corporation, Four Embarcadero Center, San Francisco, CA 94111, covering 30 70-ton boxcars numbered SP 241941, 241943, 241945-241948, 241951, 241957, 241958, 241960, 241962-241964, 241966, 241968, 241971, 241974, 241977, 241979, 241981, 241982, 241984, 241986, 241988, 241989, 241991, 241992, 241995, 241997, and 241999.

Very Truly Yours,



Louis E. Gitomer

Interstate Commerce Commission
Washington, D.C. 20423

9/3/93

OFFICE OF THE SECRETARY

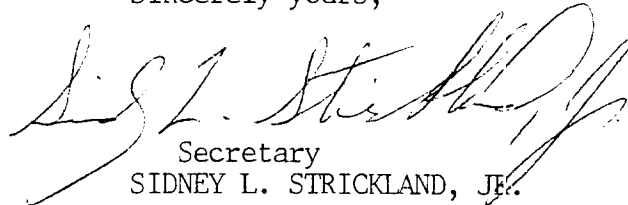
Louis E. Gitomer
Taylor Morell & Gitomer
919 18th St N.W. Suite 210
Washington, D.C. 20006

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **9/3/93** at **3:05pm**, and assigned
recording number(s).

6665-C & 6835-B

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

6665-C
FILED

BILL OF SALE

SEP 3 1993 3 21 PM

INTERSTATE

In consideration of the sum of Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, The Chase Manhattan Bank, N.A. (the "Seller") hereby sells, grants, transfers and delivers all its right, title and interest in and to the equipment described on the attached Schedule A (the "Equipment") to GATX Third Aircraft Corporation (the "Purchaser"), its successors and assigns, to have and to hold forever. The Equipment is sold "AS IS" and "WHERE IS". The description of the Equipment is for the sole purpose of identifying it and is not part of the basis of the bargain.

Seller hereby warrants that it is transferring title to the Equipment hereunder free and clear of all liens created by, through or under Seller.

THE WARRANTY SET FORTH IN THE FOREGOING SENTENCE IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR ANY USE, DESIGN, CONDITION OF, VALUE OR OPERATION OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP OR THE ABSENCE OF ANY DEFECT IN THE EQUIPMENT.

IN WITNESS WHEREOF, the undersigned has caused this Bill of Sale to be duly executed as of the date set forth below.

Dated as of August 31, 1993.

THE CHASE MANHATTAN BANK, N.A.

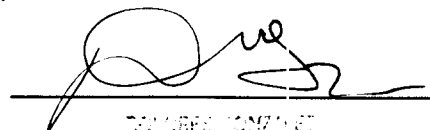


By: Kevin S. Keaton
Its: Vice President

STATE OF New York)
COUNTY OF New York) ss.

On August 31, 1993, before me Dolores Gonzalez, the undersigned Notary Public, personally appeared Kevin S. Keaton, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Vice President of The Chase Manhattan Bank, N.A. and acknowledged that he executed it.

Witness my hand and official seal.



Dolores Gonzalez
Notary Public, State of New York
My Comm. Expires 12/31/95
My Office is at 100 West 40th St.
New York, N.Y. 10018
Tel. (212) 692-1234

SCHEDULE A TO BILL OF SALE

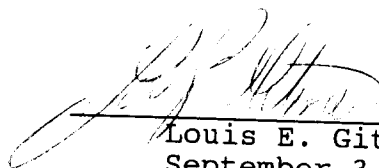
Thirty (30) 50'7" 70-ton capacity boxcars

Car Numbers

SP:	241941	241962	241982
	241943	241963	241984
	241945	241964	241986
	241946	241966	241988
	241947	241968	241989
	241948	241971	241991
	241951	241974	241992
	241957	241977	241995
	241958	241979	241997
	241960	241981	241999

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated August 31, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
September 3, 1993

NOTICE OF ASSIGNMENT

This is to advise that, effective April 1, 1976,
12:01 a.m., the Financing Agreement described below has
been assigned to the Consolidated Rail Corporation by the
Trustees of: Penn Central Transportation Company
Six Penn Center Plaza
Philadelphia, PA 19104

The Financing Agreement is a Lease
, dated May 21, 1967
bearing the ICC recordation number 6665
The payee's name and address is: General American Transportation Corp
120 S. Riverside Plaza
Chicago, Ill. 60606

This Notice of Assignment has been placed in the
file of the ICC recordation number listed above and the entire
assignment is contained in the ICC recordation file stamped
in the margin of this assignment. A copy hereof will be
promptly mailed to the payee listed above for distribution
to the beneficial holder(s) of the Financing Agreement described
in this Notice of Assignment.

Consolidated Rail Corporation